

RECORDATION NO. 20178-A-B
FILED 1425
OCT 18 1996 - 11 42 AM
INTERSTATE COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

October 18, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Assignment of Lease, dated June 10, 1996, and an Intercreditor and Custodial Agreement, dated as of June 26, 1996, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Note and Security Agreement which was previously filed with the Board under Recordation Number 20178.

The names and addresses of the parties to the enclosed documents are:

Assignment of Lease

Assignor	Railroad Technology Corporation 447 Battery Street San Francisco, California 94111
Assignee:	NationsBanc Leasing Corporation 2300 Northlake Centre Drive Tucker, Georgia 30084

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Intercreditor and Custodial Agreement

NationsBanc Leasing Corporation
2300 Northlake Centre Drive
Tucker, Georgia 30084

American Finance Group
98 North Washington Street
Boston, Massachusetts 02114

IIBU Fund II PLC
IFSC House
International Financial Services Centre
Custom House Docks
Dublin 1, Ireland

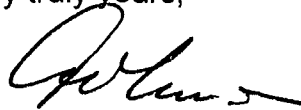
A description of the railroad equipment covered by the enclosed documents is:

⌘ nine (9) Articulated Five Pack Railcars CR 790049, CR 790052 through CR 790058 and CR 790072, all of which are leased to Consolidated Rail Corporation (see Recordation Number 19871).

see Schedule - covers 20 cars also
Also enclosed is a check in the amount of \$44 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

10/18/96


Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW Ste. 200
Washington, DC., 20006-2973

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/18/96 at 11:45AM , and assigned recordation number(s).
18959-G, 20178-A and 20178-B.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 56.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

